

Michael A. Shapiro

Law Offices

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Irwin S. Gars

Robert Dixon

Of Counsel

September 1, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for *Select Sites of Biscayne, Inc.*

Dear Sir or Madam:

Enclosed please find the following:

1. Two original, fully executed and notarized copies of the Articles of Incorporation for *Select Sites of Biscayne, Inc.*
2. Gars, Dixon & Shapiro Trust Account Check No. 3339 in the sum of \$122.50 in payment of the incorporation fees, certified copy fee and registered agent fee.
3. Letter authorizing the use of the name "*Select Sites*" by the President of various corporations utilizing those two words as part of the corporate name.

Please return one certified copy to the undersigned as soon as possible.

Thank you for your prompt attention and cooperation.

Sincerely,


IRWIN S. GARS

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Enclosures

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**Articles of Incorporation
of
Select Sites of Biscayne, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is *Select Sites of Biscayne, Inc.*

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of Ten Dollars (\$10.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR AND PRINCIPAL OFFICE ADDRESS

The name and address of the initial incorporator and subscriber hereto is as follows:

IRWIN S. GARS
2665 S. Bayshore Drive, M103
Coconut Grove, Florida 33133

The principal address and the registered office address of the corporation is: 2665 South Bayshore Boulevard, Suite M103, Coconut Grove, Dade County, Florida 33133.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the Board of Directors of the corporation. The names and addresses of the parties which are to serve as director(s) until the next election are as follows:

IRWIN S. GARS	2665 S. Bayshore Drive, M103, Coconut Grove, FL 33133
ROBERT DIXON	2665 S. Bayshore Drive, M103, Coconut Grove, FL 331330
MICHAEL A. SHAPIRO	2665 S. Bayshore Drive, M103, Coconut Grove, FL 33133

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Irwin S. Gars
2665 South Bayshore Drive. Suite M-103
Coconut Grove, Dade County, Florida 33133

ARTICLE IX - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

IRWIN S. GARS - President
MICHAEL A. SHAPIRO - Secretary
2665 S. Bayshore Drive, Suite M103
Coconut Grove, Florida 33133

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of September, 1995.




IRWIN S. GARS, Subscriber

STATE OF FLORIDA }
 }
COUNTY OF DADE } SS:

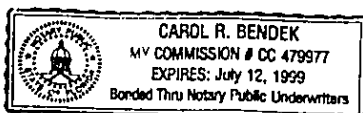
PERSONALLY APPEARED before me, a Notary Public authorized to take oaths and acknowledgments in the State and County set forth above, personally appeared IRWIN S. GARS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of September, 1995.



NOTARY PUBLIC - STATE OF FLORIDA
Printed Name: CAROL R. BENDEK

Affix Rubber Stamp or Seal



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, to wit: Section 607.034 and 607.037 of the Florida Statutes.



IRWIN S. GARS, Registered Agent

DATED: September 1, 1995

dg: scsiles biscayne BISCAYNE ART

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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE